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PHILIP MORRIS

U. S. A.

120 PARK AVENUE, NEW YORK, N.Y. 10017-6592 TELEPHONE (212) 890-5000

April 17, 1996

Ms. Dale Coons  
San Fernando Valley Fair  
7247 Hayvenhurst Avenue  
Unit A-9  
Van Nuys, California 91406-2852

San Fernando Valley Fair

Dear Ms. Coons:

This letter constitutes the agreement (the "Agreement") between Philip Morris Incorporated ("Philip Morris") and the San Fernando Valley Fair ("Promoter"), regarding Philip Morris' sponsorship, on behalf of its **MARLBORO** brand of cigarettes, of the San Fernando Valley Fair (the "Event") to be held from July 25, 1996 until July 28, 1996 at the Los Angeles Equestrian Center in Burbank, California. The terms of the Agreement follow:

1. Sponsorship Rights. As a premier sponsor of the Event, Philip Morris will be entitled to the following:

(a) the right to exclusive use of a 60' x 60' location at the site of the Event for the Marlboro Country Cookbook grill and hospitality unit (the "Grill") for the purpose of promoting the Marlboro Country Cookbook and soliciting participation in the promotion from adults twenty-one years of age or older. The location of the Grill will be mutually agreed upon by the parties;

(b) the right to collect a \$2.00 entry fee per person for entrance into the Grill area. All proceeds to benefit a charitable organization mutually agreed upon by the parties;

(c) the right to distribute foods and beverages featured in the Marlboro Country Cookbook to adults twenty-one years of age or older who pay an entry fee pursuant to Paragraph 1(b);

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